

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

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200012  
FILED 14  
MAY 2 1996 2:45 PM

ESTATE COMMERCE COMMISSION  
URBAN A. LESTER

*Q. 1*  
May 3, 1996

200012-A, B, C, D, E  
FILED 14  
MAY 2 1996 2:45 PM

*Under Parts -*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

ESTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement (1996-B), dated as of April 12, 1996, a primary and two (2) copies each of the following secondary documents related thereto: Lease Supplement (1996-B), dated April 17, 1996, Sublease Agreement (1996-B), dated as of April 12, 1996, Sublease Supplement (1996-B), dated April 17, 1996, Equipment Pledge Agreement (1996-B), dated as of April 12, 1996 and Loan and Security Agreement (1996-B), dated as of April 12, 1996.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement (1996-B)  
Lease Supplement (1996-B)

Lessor: Southern California Regional Rail Authority  
818 West 7th Street  
Los Angeles, California 90017

Lessee: Fleet National Bank, Trustee  
777 Main Street  
Hartford, Connecticut 06115

Mr. Vernon A. Williams  
May 3, 1996  
Page 2

**Sublease Agreement (1996-B)**  
**Sublease Supplement (1996-B)**

**Sublessor:** Fleet National Bank, Trustee  
777 Main Street  
Hartford, Connecticut 06115

**Sublessee:** Southern California Regional Rail Authority  
818 West 7th Street  
Los Angeles, California 90017

**Equipment Pledge Agreement (1996-B)**

**Pledgor:** Southern California Regional Rail Authority  
818 West 7th Street  
Los Angeles, California 90017

**Pledgee:** Fleet National Bank, Trustee  
777 Main Street  
Hartford, Connecticut 06115

**Loan and Security Agreement (1996-B)**

**Borrower:** Fleet National Bank, Trustee  
777 Main Street  
Hartford, Connecticut 06115

**Lender:** Utrecht-American Finance Co.  
245 Park Avenue, 38th Floor  
New York, New York 10167-0062

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Lease Supplement (1996-B).

Also enclosed is a check in the amount of \$126.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
May 3, 1996  
Page 3

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. W. Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001**

5/2/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/2/96 at 2:45PM , and assigned recordation number(s). 20042. 20042-A, 20042-B, 20042-C, 20042-D and 20042-E.

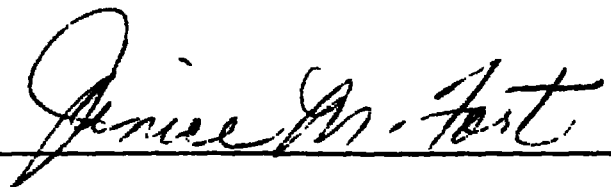
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$2026.00 . The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20042 -A

LEASE SUPPLEMENT (1996-B) MAY 2 - 1996 - 2:45 PM

THIS LEASE SUPPLEMENT (1996-B) dated April 17, 1996, between SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY, having its principal office at 818 West 7th Street, Los Angeles, CA 90017-4606, as Lessor, and FLEET NATIONAL BANK, a national banking association, not in its individual capacity but solely as Trustee, having its principal place of business at 777 Main Street, Hartford, Connecticut 06115, as Lessee;

WHEREAS, the Lessor and the Lessee have heretofore entered into the Lease Agreement, dated as of April 12, 1996 (the "Lease"), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Lessor to the Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A thereto, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor hereby delivers and leases to the Lessee, and the Lessee hereby accepts and leases from the Lessor, under the Lease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule A hereto.

THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF CALIFORNIA (EXCLUDING ALL CHOICE OF LAW AND CONFLICTS OF LAWS RULES).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

LESSOR:

SOUTHERN CALIFORNIA REGIONAL RAIL  
AUTHORITY

By: 

Name:

Title:

LESSEE:

FLEET NATIONAL BANK

not in its individual capacity, but solely as  
Trustee

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

LESSOR:

SOUTHERN CALIFORNIA REGIONAL RAIL  
AUTHORITY

By: \_\_\_\_\_


Name:

Title:

LESSEE:

FLEET NATIONAL BANK

not in its individual capacity, but solely as  
Trustee

By:  \_\_\_\_\_

Name:

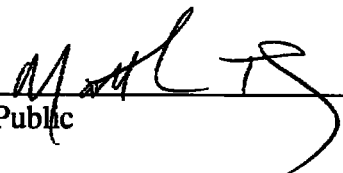
*Dennis Fisher*

Title: ASSISTANT VICE PRESIDENT

STATE OF NY )  
 ) SS.:  
COUNTY OF NY )

Attached hereto is a true and complete copy, in all material respects, of the Lease Supplement (1996-B) dated as of April 17, 1996 between Southern California Regional Rail Authority, as Lessor and Fleet National Bank, not in its individual capacity but solely as trustee, the Lessee.

Signed on May 1, 1996

  
\_\_\_\_\_  
Notary Public

JFV/etc

MATTHEW TEWS  
Notary Public, State of New York  
No. 01T15052137  
Qualified in New York County  
Commission Expires Nov. 20, 1997



(1996-8)

LOCOMOTIVES  
Contract R60-CR-001

Roll No.	Delivery Date	Acceptance Date	In-Service Date
853	06/02/92	08/09/92	10/26/92
853	07/06/92	08/28/92	10/26/92
854	07/08/92	08/01/92	10/26/92
855	07/17/92	10/14/92	10/26/92
856	07/17/92	08/14/92	10/26/92
857	07/27/92	09/14/92	10/26/92
858	07/27/92	09/14/92	10/26/92
859	07/27/92	09/01/92	10/26/92
860	10/06/92	10/10/92	10/26/92
861	10/09/92	10/28/92	10/28/92
862	09/28/92	10/10/92	10/26/92
863	09/28/92	10/10/92	10/26/92
864	10/12/92	10/22/92	10/26/92
865	10/07/92	10/14/92	10/26/92
866	08/28/92	10/10/92	10/26/92
867	09/28/92	12/02/92	12/02/92
868	01/04/93	01/23/93	01/23/93
869	01/04/93	01/23/93	01/23/93
870	03/14/93	03/27/93	03/27/93
871	03/14/93	03/27/93	03/27/93
872	08/23/93	08/30/93	08/30/93
873	08/23/93	08/30/93	08/30/93
874	03/04/93	03/23/93	1/17/94
875	03/04/93	03/23/93	06/01/93

001  
052  
8

(1996-B)

**LOCOMOTIVES**  
**Contract A60-CR-001**

<b>Roll No.</b>	<b>Delivery Date</b>	<b>Acceptance Date</b>	<b>In-Service Date</b>
876	03/04/93	03/23/93	04/01/93
877	03/04/93	03/23/93	04/09/93
878	06/06/93	07/24/93	10/04/93
879	03/04/93	03/23/93	04/09/93
880	03/04/93	03/23/93	04/02/93
881	06/06/93	10/21/93	01/04/94

March 15, 1996  
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